

1 LATHAM & WATKINS LLP
 2 Miles N. Ruthberg (Bar No. 086742)
 3 miles.ruthberg@lw.com
 4 Pamela S. Palmer (Bar No. 107590)
 5 pamela.palmer@lw.com
 6 633 West Fifth Street, Suite 4000
 7 Los Angeles, California 90071-2007
 8 Telephone: +1.213.485.1234
 9 Facsimile: +1.213.891.8763

10 LATHAM & WATKINS LLP
 11 Kimberly Arouh Hicks (Bar No. 163285)
 12 kimberly.hicks@lw.com
 13 Jake Ryan (Bar No. 211899)
 14 jake.ryan@lw.com
 15 Curtis Carll (Bar No. 248470)
 16 curtis.carll@lw.com
 17 Daniel K. Greene (Bar No. 253595)
 18 daniel.greene@lw.com
 19 600 West Broadway, Suite 1800
 20 San Diego, California 92101-3375
 21 Telephone: +1.619.236.1234
 22 Facsimile: +1.619.696.7419

23 Attorneys for Nominal Defendant
 24 Leap Wireless International, Inc.

25
 26
 27
 28 UNITED STATES DISTRICT COURT
 29
 30 SOUTHERN DISTRICT OF CALIFORNIA

31 CHARLES GRAHAM, Derivatively on Behalf
 32 of Nominal Defendant LEAP WIRELESS
 33 INTERNATIONAL, INC.,

34 CASE NO. 08-CV-0246 L NLS
 35 (Derivative Action)

36 Plaintiff,
 37
 38 v.
 39
 40 S. DOUGLAS HUTCHESON, AMIN
 41 KHALIFA, GRANT BURTON, DEAN M.
 42 LUVISA, MICHAEL B. TARGOFF, JOHN D.
 43 HARKEY, JR., ROBERT V. LAPENTA,
 44 MARK H. RACHESKY, M.D., and JAMES
 45 D. DONDERO,

46 PROOF OF SERVICE OF NOMINAL
 47 DEFENDANT LEAP WIRELESS
 48 INTERNATIONAL, INC.'S MOTION
 49 TO DISMISS DERIVATIVE
 50 COMPLAINT AND RELATED
 51 PLEADINGS

52 Judge: The Hon. M. James Lorenz
 53 Courtroom: 14
 54 Hearing Date: August 4, 2008
 55 Hearing Time: 10:30 a.m.

56 Defendants,
 57
 58 and
 59
 60 LEAP WIRELESS INTERNATIONAL, INC.,
 61
 62 Nominal Defendant.

PROOF OF SERVICE

I am employed in the County of San Diego, State of California. I am over the age of 18 years and not a party to this action. My business address is Latham & Watkins LLP, 600 West Broadway, Suite 1800, San Diego, CA 92101-3375.

On May 30, 2008, I served the following document described as:

NOMINAL DEFENDANT LEAP WIRELESS INTERNATIONAL, INC.'S NOTICE OF MOTION AND MOTION TO DISMISS DERIVATIVE COMPLAINT;

MEMORANDUM OF POINTS AND AUTHORITIES IN SUPPORT OF NOMINAL DEFENDANT LEAP WIRELESS INTERNATIONAL, INC.'S MOTION TO DISMISS DERIVATIVE COMPLAINT;

**REQUEST FOR JUDICIAL NOTICE IN SUPPORT OF NOMINAL DEFENDANT
LEAP WIRELESS INTERNATIONAL, INC.'S MOTION TO DISMISS DERIVATIVE
COMPLAINT; AND EXHIBITS A THROUGH H**

DECLARATION OF KIMBERLY A. HICKS IN SUPPORT OF NOMINAL DEFENDANT LEAP WIRELESS INTERNATIONAL, INC.'S MOTION TO DISMISS DERIVATIVE COMPLAINT

by serving a true copy of the above-described document in the following manner:

BY ELECTRONIC FILING

I am familiar with the United States District Court, Southern District of California's practice for collecting and processing electronic filings. Under that practice, documents are electronically filed with the court. The court's CM/ECF system will generate a Notice of Electronic Filing (NEF) to the filing party, the assigned judge, and any registered users in the case. The NEF will constitute service of the document. Registration as a CM/ECF user constitutes consent to electronic service through the court's transmission facilities. Under said practice, the following CM/ECF users were served:

Edward M. Gergosian, Esq.
GERGOSIAN & GRALEWSKI LLP
655 West Broadway, Suite 1410
San Diego, CA 92101
ed@gergosian.com
Attorneys for Plaintiff

I declare that I am employed in the office of a member of the Bar of, or permitted to practice before, this Court at whose direction the service was made and declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on May 30, 2008, at San Diego, California.

Andrea Rasco